

# Code of Conduct

Effective January 2026



modivcare



## Code of Conduct Effective January 2026

### A Message from the Chair of the Board

Teammates,

Living our core values every day is how we fulfill our purpose of Making Connections to Care. When we let our values guide our decisions, we shape a culture grounded in doing what is right and ethical, no matter the situation.

Every ethical choice we make creates a positive impact for the members, colleagues, caregivers, transportation providers, and communities we serve. As our organization continues to evolve, our commitment to integrity and transparency remains constant. By acting with integrity, you help uphold the principles of this Code of Conduct and protect the trust placed in Modivcare.

You are empowered to speak up, ask questions, and seek guidance whenever something does not feel right. You are never expected to navigate an ethical issue on your own. Strong leaders seek perspective, and we encourage you to use the resources available to you, including this Code of Conduct, to support thoughtful decision-making and reinforce our open-door culture.

Thank you for your commitment to our values and to one another.

**Daniel Silvers**  
**Chair of the Board of Managers**



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## Purpose and Scope

This Code of Conduct establishes the ethical, legal, and professional standards that govern how Modivcare conducts business and how Teammates, as defined within this Code of Conduct, are expected to perform their duties.

This Code is intended to:

- Promote ethical decision-making
- Support compliance with applicable federal, state, and local laws, regulations, and contractual requirements
- Protect members and clients
- Prevent fraud, waste, and abuse
- Preserve the integrity and reputation of Modivcare.

This Code does not replace applicable laws, regulations, professional licensure requirements, or Company policies. When multiple standards apply, Teammates must follow the most restrictive requirement.

Compliance at Modivcare is not limited to following rules. It requires exercising sound judgment consistent with Modivcare's values, even when the right decision is uncomfortable, inconvenient, or not explicitly addressed by policy. Because no document can anticipate every scenario, Teammates are expected to think critically and seek guidance when faced with uncertainty.

## Who This Applies To

This Code applies to all “Teammates,” defined as:

- All Modivcare employees, whether full time, part time, or temporary and contractors
- Members of the Board of Managers
- Others acting on behalf of Modivcare.

Subcontractors, transportation providers, and downstream entities are expected to adhere to standards consistent with this Code, particularly those related to billing accuracy, documentation, privacy, program integrity, and compliance with applicable laws.

Managers responsible for subcontractor relationships are accountable for ensuring these expectations are communicated, included in contracts, and monitored.

It is important to understand that the establishment of these compliance positions and groups does not diminish the responsibility of each executive, officer, manager, and Teammate to meet the highest standards of ethical and legal conduct. Abiding by the Code and the Company’s related compliance policies is a condition of continued employment with Modivcare. However, the Code and the Company’s policies and procedures are not contracts of employment, or offers to contract, and are not intended to create any express or implied promises or guarantees of fixed terms of employment.

## **Compliance Governance and Oversight**

The Compliance function exists to support Teammates in navigating complex legal, regulatory, and ethical requirements.

Every Teammate is responsible for understanding and complying with this Code of Conduct and for helping ensure that it is followed and enforced throughout the organization. Teammates are expected to remain vigilant for potential compliance issues and to promptly report suspected or actual violations.

In addition to this shared responsibility, Modivcare maintains a formal compliance governance structure to oversee, implement, and enforce this Code and the Company's Compliance and Ethics Program. Compliance is a partner to the business and a resource for guidance, problem-solving, and decision-making. Teammates are encouraged to engage Compliance early and often.

### **Compliance Committee**

The Compliance Committee provides oversight of the Company's Compliance and Ethics Program. The Committee is chaired by the Enterprise Compliance Officer and includes the General Counsel and representatives of senior leadership from relevant business units and departments. The Committee meets regularly and advises and assists the Enterprise Compliance Officer in fulfilling compliance responsibilities.

The responsibilities of the Compliance Committee include providing high-level oversight of compliance activities and setting an ethical and compliant tone at the top; conducting an annual compliance risk assessment; reviewing and recommending updates to compliance-related policies and procedures; supporting ethics and compliance training initiatives; overseeing monitoring and audit activities; assisting with responses to government and client audits, investigations, and inquiries related to fraud, waste, and abuse; and advising senior leadership and the Board of Managers on significant compliance risks and mitigation strategies.

### **Enterprise Compliance Officer**

The Enterprise Compliance Officer has overall responsibility for the development, implementation, and enforcement of the Compliance and Ethics Program, including this Code of Conduct and related policies and procedures. The Enterprise Compliance Officer has authority to investigate compliance concerns and access information necessary to carry out compliance responsibilities.

The Enterprise Compliance Officer reports regularly to senior leadership and the Board of Managers regarding the effectiveness of the Compliance Program, significant compliance matters, and risk mitigation efforts.

## Special Investigations Unit

Modivcare maintains a Special Investigations Unit dedicated to detecting, investigating, and mitigating fraud, waste, and abuse. The Special Investigations Unit operates as part of the Compliance function and is independent from operational business units.

The Special Investigations Unit investigates allegations of misconduct and violations of law or policy involving Teammates, subcontractors, transportation providers, and other downstream entities. The Unit operates in alignment with federal and state healthcare program integrity requirements and applicable client contract obligations.

The Special Investigations Unit works with internal analytics, operational, and compliance teams to identify trends, prevent improper payments, and address wasteful or abusive practices. When appropriate, the Unit conducts field investigations and coordinates with internal and external stakeholders to support compliance, corrective action, and program integrity efforts.

## Our Commitment and Your Responsibilities

### Our Commitment

Modivcare is committed to operating with integrity, accountability, and transparency. We strive to

- Comply with applicable laws
- Maintain accurate and complete records
- Prevent fraud, waste, and abuse
- Protect confidential information and personal data
- Foster a respectful and safe workplace
- Encourage open communication and promptly investigate and address concerns.

Leadership at all levels is responsible for reinforcing ethical conduct and setting the tone that compliance is integral to Modivcare's mission and operations. Leaders are expected to model ethical behavior, foster open dialogue, respond appropriately to concerns, and act decisively when issues arise. How leaders handle questions, mistakes, and concerns defines Modivcare's culture.

***Failure to adequately instruct subordinates or to prevent and detect noncompliance with applicable policies and legal requirements (especially where vigilance would have led to earlier detection of problems) is a failure of management's duties and may result in discipline up to and including termination of employment.***

## Prioritize Ethics in every decision.

### Your Responsibility

Every Teammate is:

- Responsible for understanding and complying with this Code and Company policies
- Completing required ethics and compliance training
- Performing job duties honestly and accurately
- Promptly reporting known or suspected violations
- Cooperating fully with audits, reviews, and investigations.

Supervisors and managers have additional responsibilities to model ethical behavior, encourage questions, escalate concerns appropriately, and prevent retaliation.

Failure to comply with this Code may result in disciplinary action, up to and including termination.

## Asking Questions and Reporting Concerns

Modivcare encourages Teammates to raise questions and concerns early. Issues are resolved most effectively when addressed promptly.

Raising questions or concerns is a sign of professionalism. Concerns should be raised if there may be a violation of this Code, Company policy, law, or contractual requirements, including potential fraud, waste, or abuse, inaccurate billing or documentation, conflicts of interest, privacy or data security issues, harassment, discrimination, unsafe conduct, or retaliation.

Concerns may be reported to:

- A supervisor or manager
- The Enterprise Compliance Officer
- The Compliance Department
- The Legal Department
- People and Culture for workplace-related matters.
- Teammates may also report concerns anonymously through the Ethics Hotline.

Speaking up is expected and valued. Failure to report known or suspected violations of this Code, Company policy, or applicable law may itself result in disciplinary action.

Silence in the face of potential misconduct is inconsistent with Modivcare's values and responsibilities to members, clients, and Teammates.

### **Ethics Hotline**

Phone: 855-818-6929

Online: <https://ethicshotline.modivcare.com/>

### **Enterprise Compliance Officer**

[ethics&complianceofficer@modivcare.com](mailto:ethics&complianceofficer@modivcare.com)

Reports are reviewed promptly and handled confidentially to the extent possible.

## Non-Retaliation

Modivcare strictly prohibits retaliation against anyone who, in good faith:

- Asks a compliance question
- Reports a concern
- Participates in an investigation
- Assists with compliance activities

Retaliation includes termination, demotion, discipline, harassment, intimidation, or any adverse action related to reporting.

Any individual who engages in retaliation will be subject to disciplinary action, regardless of role or seniority.

## Investigations

Upon receipt of a report of an actual or suspected violation of this Code of Conduct, Company policy, or applicable law, the Enterprise Compliance Officer, with the assistance of the Special Investigations Unit and, as appropriate, the Legal Department and People and Culture, will promptly initiate a review or investigation.

Investigations may include interviews of relevant personnel; review and analysis of documents, electronic records, and data; and any other steps necessary to assess the facts and determine whether a violation has occurred.

If the Enterprise Compliance Officer or the Compliance Officer's designee determines that the integrity of an investigation may be compromised by an individual's continued presence in the workplace, the Company may temporarily reassign or remove the individual from work duties, with or without pay, pending the outcome of the investigation. Such action is not disciplinary and does not imply wrongdoing.

As a condition of employment or engagement, all Teammates are required to cooperate fully with internal and external investigations. Cooperation includes providing complete and truthful information, producing requested documents and records, and participating in interviews as requested. Refusal to cooperate, providing false or misleading information, or withholding, altering, or destroying relevant information may result in disciplinary action, up to and including termination of employment or contract.

When violations are substantiated, the Company will take appropriate corrective action and may implement corrective action plans to address identified issues and prevent recurrence. The Company will cooperate fully with government investigations, audits, and law enforcement inquiries, consistent with applicable law. All communications with regulators or law enforcement must be coordinated through the Legal Department.

## Violations, Enforcement, and Discipline

All Teammates are responsible for complying with this Code of Conduct, the Company's compliance policies and procedures, and all applicable laws and regulations. This responsibility includes the obligation to promptly report known or suspected violations.

Supervisors and managers may be held accountable for compliance failures by Teammates, agents, consultants, or other representatives under their reasonable supervision or control.

If a violation of this Code, Company policy, or applicable law is substantiated, the Company will take appropriate corrective and disciplinary action based on the facts and circumstances. Disciplinary action may include coaching, retraining, corrective action plans, suspension, termination of employment or contract, or legal action, as appropriate.

The Company conducts routine and targeted audits, monitoring activities, and risk assessments across its operations to evaluate compliance with this Code, Company policies, contractual requirements, and applicable law. The Compliance Committee conducts an annual compliance risk assessment and oversees the development and implementation of risk mitigation plans. Results of monitoring and audit activities are used to assess the effectiveness of the Compliance and Ethics Program and are reported to senior leadership and the Board of Managers as appropriate.

Disciplinary decisions involving executives, officers, and Managers are subject to oversight consistent with applicable governance requirements. Disciplinary decisions for all other Teammates are made by People and Culture in coordination with the Enterprise Compliance Officer and the Legal Department or their designees.

The Company tracks compliance-related disciplinary actions to promote consistency, fairness, and accountability across the organization.

Detailed disciplinary procedures applicable to compliance-related violations are set forth in the Teammate Handbook and related Company policies.

## Training, Education, and Certification

Upon hire and annually thereafter, all employees, applicable contractors, and others acting on behalf of the Company must complete required compliance and ethics training in accordance with Company policy. The Board of Managers undergoes training on a periodic basis, but not less than annually. Training addresses the topics covered by this Code of Conduct and other subjects required by law, regulation, or client contract, including general compliance and fraud, waste, and abuse (FWA) training consistent with Centers for Medicare and Medicaid Services (CMS) program integrity requirements.

Training is delivered through the Company's Learning Management System (LMS). The Compliance Committee, Legal, People and Culture, and Training and Talent Development departments are jointly responsible for developing and updating training content. Records of mandatory compliance training are maintained for at least 10 years.

Managers of Teammates are responsible for ensuring that the Teammates reporting to them complete required training in a timely manner and in accordance with Company policy. Training may include assessments that must be successfully completed. Retraining may be required as part of corrective or disciplinary action.

Teammates must also complete additional training applicable to their roles, including HIPAA, privacy and data security, discrimination and harassment prevention, cultural competency, member safety and welfare, and other topics required by law or contract. Licensed or certified professionals are responsible for maintaining required credentials.

The Company ensures that contractors and subcontractors serving Medicaid, Medicare, or Managed Care Organization members receive appropriate ethics and compliance training upon contracting and annually thereafter. Training materials may be provided by the Company or another source, provided they are substantively equivalent and incorporate CMS program integrity principles. The Code of Conduct and the Company's FWA and Non-Retaliation Policy are distributed annually to downstream entities in accordance with the Deficit Reduction Act. Proof of completion must be maintained for at least 10 years and is subject to audit. Unless a longer period is required by law or contract, records related to compliance, training, audits, investigations, billing, and member services are retained for at least ten years.

## **Annual Compliance Statement**

Following completion of annual compliance training, each Teammate must execute an Annual Compliance Statement acknowledging their obligations under this Code. Statements are retained in personnel records or other designated repositories. Teammates who disclose potential violations must also report those concerns to the Enterprise Compliance Officer, Legal Department, or through the Ethics Hotline.

## **Accessibility of the Code of Conduct**

This Code of Conduct is available on the Company's website and is distributed with compliance training materials. Copies are also available upon request from the Compliance, Legal, or People and Culture departments.

Teammates are expected to apply these standards consistently, professionally, and with accountability in all business activities, relationships, and decisions.

## Standards of Conduct

### ETHICAL AND COMPLIANT OPERATIONS

Teammates must comply with both the letter and the spirit of applicable laws, regulations, and contractual requirements. Ethical conduct requires acting honestly, fairly, and responsibly. Conduct may violate this Code even if it does not violate the law. Teammates are expected to raise ethical concerns even when legal requirements may not be clearly implicated.

Teammates must avoid conduct that violates the law, violates Company policy, creates the appearance of impropriety, or undermines trust in Modivcare.

Teammates and subcontractors must maintain strict professional boundaries and prioritize member safety and dignity.

In addition to the professional behavioral standards of the Company, the following conduct is prohibited while acting in the interest of the Company:

- Consuming alcohol, except in sanctioned work settings
- Consuming illegal substances
- Misusing prescription medication
- Using a member's property without authorization
- Accepting cash, gifts, or tips, except as allowed by policy
- Engaging in sexual or inappropriate conduct
- Bringing unauthorized individuals or pets
- Engaging in non-care-related personal activities
- Providing services to anyone other than the assigned member
- Leaving a member unattended without authorization
- Publishing member information or images without written consent
- Engaging in financial exploitation or conflicts of interest
- Sleeping while on duty
- Entering a home while symptomatic with a contagious illness
- Making legal or financial decisions on behalf of a member.

When faced with uncertainty, Teammates are expected to pause, seek guidance, and escalate concerns as appropriate.

Violations may result in immediate removal from service, disciplinary action, contract termination, and reporting to authorities when required.

## **ACCURATE BUSINESS AND FINANCIAL RECORDS**

Modivcare relies on accurate records to meet regulatory obligations, manage operations, and serve members and clients.

Teammates must ensure that:

- All records are accurate, complete, timely, and truthful
- False or misleading entries, omission of material facts, undisclosed or off-book accounts, and circumvention of internal controls are prohibited
- All records comply with the Company's documented Schedule of Authorizations.

Only authorized Teammates may execute contracts on behalf of the Company, and contracts must accurately reflect the substance and intent of the transaction.

No Teammate may improperly influence, coerce, manipulate, or mislead an internal or external auditor.

Concerns related to accounting, billing, or financial integrity must be reported immediately.

## **ACCURATE CLIENT AND MEMBER RECORDS**

Accurate documentation is essential to quality care, program integrity, and compliance.

Teammates must:

- Document services truthfully and completely
- Record correct dates and times of entries
- Follow contractual and regulatory documentation standards
- Protect records from unauthorized access or alteration
- Retain records as required by law and contract
- Comply with HIPAA and other applicable privacy laws.

Submitting false or misleading information may expose the individual and the Company to civil or criminal penalties and exclusion from government programs.

Suspected fraud, waste, or abuse must be reported promptly.

## CONFLICTS OF INTEREST

Teammates must avoid situations where personal interests interfere with, or appear to interfere with, Company interests. A conflict of interest exists when personal interests interfere with Company responsibilities.

Conflicts of interest may arise in several contexts. Examples of these contexts include:

- Outside employment or consulting
  - Outside employment or activities must not conflict with Company interests or involve Company clients, vendors, or competitors without approval.
- Financial interests in vendors, competitors, or clients
  - Teammates may not hold material financial interests in entities that do business with or compete with Modivcare, or refer Company business to such entities.
- Gifts or incentives
  - Gifts or incentives from clients, members, vendors, or subcontractors are prohibited except as allowed by policy.
- Family or close personal relationships
  - Teammates may not participate in employment decisions involving relatives or close personal relationships.
  - Teammates receiving Company-managed benefits may not manage services for themselves or relatives.
- Use of company opportunities for personal gain
  - Business opportunities discovered through a Teammate's role belong to the Company.

Teammates have an ongoing obligation to disclose potential conflicts and may be required to complete a Conflict-of-Interest Disclosure Statement. Failure to disclose a conflict of interest may result in discipline.

## **FAIR COMPETITION AND ANTI-CORRUPTION**

Modivcare is committed to lawful and fair competition. Modivcare will not employ or contract with excluded or sanctioned individuals or entities.

Teammates may not:

- Offer, solicit, or accept bribes or kickbacks
- Exchange anything of value for referrals or influence
- Engage in price fixing or bid rigging
- Share competitively sensitive information without approval.

Teammates must:

- Deal honestly with business partners, regulators, and colleagues
- Obtain authorization for political activities using Company resources
- Cooperate with audits and investigations and refer inquiries to the Legal Department.

When interacting with government officials, Teammates must comply with procurement rules and may not offer gifts or anything of value.

Questions or concerns must be escalated to the Legal Department.

## **RESPECT IN THE WORKPLACE**

Modivcare is committed to a respectful, equal opportunity, inclusive, and safe workplace.

- Harassment, discrimination, bullying, intimidation, or abusive conduct is prohibited in any form and will not be tolerated
- Teammates must report unsafe conditions, threats, or violence immediately
- Clients and members must always be treated with dignity and respect. Abuse or neglect must be reported immediately.

Teammates must treat colleagues, clients, and members with dignity and respect at all times. Concerns related to respect in the workplace must be reported promptly.

## **PROTECTING COMPANY INFORMATION AND ASSETS**

Teammates must safeguard confidential and proprietary information and use Company resources responsibly.

Confidential information includes:

- Member and client data
- Pricing and proposals
- Vendor and subcontractor information
- Financial and operational data
- Proprietary systems and software.

HIPAA and privacy laws must be followed at all times.

Company systems are Company property and communications may be monitored.

## **WORKING WITH SUBCONTRACTORS AND DOWNSTREAM ENTITIES**

Subcontractors and downstream entities must comply with applicable laws, program integrity requirements, and contractual obligations.

Managers are responsible for ensuring compliance expectations are included in contracts, training is provided, exclusion and sanctions screening occurs, and issues are promptly addressed.

Modivcare will not knowingly contract with excluded or sanctioned individuals or entities.

## Appendix

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## APPENDIX A: KEY TERMS AND DEFINITIONS

**CAPs:** Corrective Action Plans.

**Code of Conduct:** This document and related standards.

**Company:** Modivcare and applicable affiliates.

**ECO:** Enterprise Compliance Officer.

**LMS:** Learning Management System.

**P&C:** People & Culture.

**Teammates:** Employees, contractors, the Board of Managers, and others acting on behalf of the Company.

## APPENDIX B: THE 7 ELEMENTS OF AN EFFECTIVE COMPLIANCE PROGRAM

**The Company works diligently to have an effective compliance program. This COC is one component of this multi-faceted effort. The Compliance Program, consisting of the seven elements listed below and discussed throughout this COC, reduces the likelihood of instances of unethical and noncompliant behavior, minimizes the consequences should instances of noncompliance occur, and otherwise protects the Company's corporate brand and reputation.**

Modivcare's Compliance and Ethics Program is a living framework designed to evolve with the Company's business, regulatory environment, and risk profile. The seven elements of the Company's Compliance Program based on OIG Guidelines are:

- 1 Code of Conduct, Policies & Standards
- 2 Compliance Officer & Committee
- 3 Training & Education
- 4 Effective Lines of Communication
- 5 Enforcing Standards
- 6 Monitoring and Second Line of Defense
- 7 Responding to Detected Offenses & Developing CAPs

Each of these seven elements is vital to the success and effectiveness of the Company's Compliance Program. These elements work together to prevent, detect, and respond to compliance risks while reinforcing the expectation of integrity and accountability.

## APPENDIX C: MODIVCARE POLICIES

Teammates can find all Company policies through the Company intranet and policy portal. Teammates are responsible for understanding and complying with all Company policies.

## APPENDIX D: ADDITIONAL RESOURCES

**Ethics Hotline:** 855-818-6929

**Enterprise Compliance Officer:** [ethics&complianceofficer@modivcare.com](mailto:ethics&complianceofficer@modivcare.com)

**Legal Department:** [Corplegal@modivcare.com](mailto:Corplegal@modivcare.com)

**Privacy Officer:** [HIPAAOfficer@modivcare.com](mailto:HIPAAOfficer@modivcare.com)

**Information Security:** [InfoSecAll@modivcare.com](mailto:InfoSecAll@modivcare.com)

## APPENDIX E: TEST YOUR REPORTING KNOWLEDGE

**Q: A Teammate becomes aware that a manager is offering kickbacks in exchange for underreporting service issues and inflating the company's service success rates. Should this be reported?**

A: Yes, this is a clear case of corruption and misrepresentation. Offering kickbacks to influence reporting or performance data violates both anti-corruption laws and the company's ethical standards. It must be reported immediately to prevent further misconduct and potential legal consequences.

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**Q: A Teammate discovers that a colleague has been altering patient records to show completed services never occurred, in order to meet performance targets. Should this be reported?**

A: Yes, falsifying or altering records is a serious violation of Company policies and potentially fraudulent. This kind of misconduct can lead to legal and regulatory repercussions, and it must be reported immediately to maintain compliance and ethical standards.

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**Q: A Teammate responsible for selecting vendors has a close personal relationship with a representative from a company they are considering for a contract. The employee's decisions seems to favor this company over others. Should this be reported?**

A: Yes, this is a conflict of interest. The employee's personal relationship with the vendor could influence their professional decisions, leading to potential favoritism and ethical breaches. This situation should be reported to ensure fair and unbiased decision-making and to maintain integrity in the procurement process.

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**If you see something that may violate this Code, Company policy, or the law, report it. Reports are confidential and protected from retaliation.**